



# NORTHBROOK CORPORATION

15025-A+B  
RECORDATION 120 Filed 1425

AUG 13 1986 - 11 45 AM

INTERSTATE COMMERCE COMMISSION

No. 6-225A025

Date AUG 13 1986

Fee \$ 30.00

ICC Washington, D. C.

August 6, 1986

Mr. James H. Bayne  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

Dear Sir:

Enclosed for recordation pursuant to the provisions of Section 11303 of Title 49 of the United States Code and the regulations thereunder are the original and one copy of Memorandum of Management Agreement, a primary document, dated as of June 1, 1986. In addition, also enclosed are the original and one copy of Reporting Mark Agreements Relating to Management Agreement and Acknowledgement Agreements Relating to Management Agreement, both supplemental documents under the Management Agreement.

The names and addresses of the parties to the enclosed documents are:

Manager: Northbrook Corporation  
2215 Sanders Road, Suite 370  
Northbrook, IL 60062

Owner: General Electric Credit Corporation  
1600 Summer Street  
Stamford, CT 06905

Wisconsin & Southern Railroad Co.  
511 Barstow Street  
Horicon, WI 53032

Wisconsin & Southern Leasing co.  
2215 Sanders Road, Suite 370  
Northbrook, IL 60062

Upper Merion and Plymouth Railroad Company  
P.O. Box 404  
Conshohocken, PA 19428

Upper Merion and Plymouth Leasing Co.  
2215 Sanders Road, Suite 370  
Northbrook, IL 60062

100 OFFICE OF  
THE SECRETARY  
AUG 13 11 44 AM '86  
MOTOR OPERATING UNIT

A general description of railroad equipment covered by the enclosed document is as follows:

Seventy-eight (78) Open Top Hopper Railcars bearing the identification marks WSOR/UMP/UMPX

James H. Bayne  
Interstate Commerce Commission  
August 6, 1986  
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The original and all extra copies of the enclosed documents should be returned to Ms. Patricia Burg of Northbrook Corporation, 2215 Sanders Road, Suite 370, Northbrook, Illinois 60062.

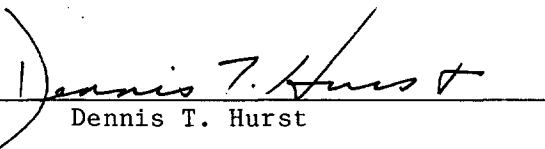
Also enclosed is a remittance in the amount of \$30.00 for payment of recordation fees.

I am an officer of Northbrook Corporation and have knowledge of the matters set forth herein.

Very truly yours,

NORTHBROOK CORPORATION

By

  
Dennis T. Hurst

DTH:pb  
encl.

Sent via: Certified Mail/Return Receipt Requested

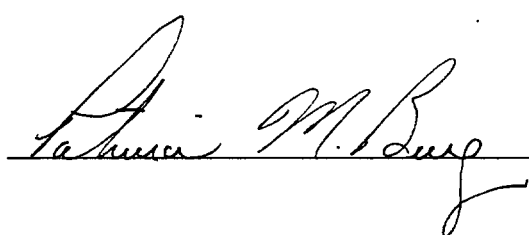
REGISTRATION NO. 15025-B

AUG 13 1986 - 11 45 AM

INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS )  
 )  
COUNTY OF COOK )

On this 6th day of August, 1986, I hereby certify that I have compared the attached copy of Acknowledgement Agreements Relating to Management Agreement between Northbrook Corporation and General Electric Credit Corporation dated as of June 1, 1986 with the original and have found the copy to be complete and identical in all respects to the original document.

  
\_\_\_\_\_

My Commission Expires Nov. 5, 1988

SUPPLEMENTAL DOCUMENT

ACKNOWLEDGEMENT AGREEMENTS

RELATING TO

MANAGEMENT AGREEMENT

Dated as of June 1, 1986

BETWEEN

NORTHBROOK CORPORATION

AND

GENERAL ELECTRIC CREDIT CORPORATION

ACKNOWLEDGEMENT AGREEMENT RELATING TO MANAGEMENT AGREEMENT  
BY AND BETWEEN NORTHBROOK CORPORATION  
AND GENERAL ELECTRIC CREDIT CORPORATION  
DATED JUNE 1, 1986

This Acknowledgement is entered into as of the 1st day of June, 1986 between General Electric Credit Corporation ("Owner") and Upper Merion and Plymouth Railroad Company ("UMP").

WHEREAS, Northbrook Corporation ("NBC"), the sole shareholder of UMP, pursuant to a management Agreement with Owner dated June 1, 1986 ("Management Agreement"), performs certain managerial services for Owner with respect to the railcars described in the Management Agreement (the "Cars"); and

WHEREAS, UMP, as a Class III shortline railroad principally engaged in the business of railroad freight operations, is the owner of a registered railroad reporting mark (the "UMP Mark"); and

WHEREAS, the UMP Mark has been or may be affixed to certain of the Cars; and

WHEREAS, NBC and/or Owner have permitted UMP to enter into assignments, leases and other utilization agreements to which it is or would be a party with respect to certain of the Cars; and

WHEREAS, Owner holds legal title to the Cars; and

WHEREAS, NBC, pursuant to the Management Agreement, is to collect and receive in trust for the benefit of Owner all revenues allocable or attributable to the Cars under all assignments, leases and other utilization agreements including, but not limited to, those to which UMP is a party.

NOW, THEREFORE, UMP, for itself, its successors and assigns, in consideration of the foregoing, hereby acknowledges that it (i) acts solely as agent for NBC for purposes of the collection of rentals, payments or other proceeds allocable or attributable to the Cars; (ii) shall remit such collections promptly to NBC; and (iii) does not have and cannot obtain pursuant to the aforescribed agreements or such other agreements as UMP may enter into hereafter, any right, title, interest or claim to the Cars or to any rentals, payments or other proceeds allocable or attributable to the Cars, whether under any assignment, lease, sublease, utilization agreement or otherwise, except as agent for NBC.

Dated: June 1, 1986

UPPER MERION AND PLYMOUTH RAILROAD COMPANY

By: JENNIS T. LUND

Its Executive Vice President - Finance

Attest: THOMAS L. SCHUMACHER

Acknowledged and Accepted:

GENERAL ELECTRIC CREDIT CORPORATION

By: [Signature]

Its: MGR - Division Operations

Attest: RAYMOND W. WYDER

ACKNOWLEDGEMENT AGREEMENT RELATING TO MANAGEMENT AGREEMENT  
BY AND BETWEEN NORTHBROOK CORPORATION  
AND GENERAL ELECTRIC CREDIT CORPORATION  
DATED JUNE 1, 1986

This Acknowledgement is entered into as of the 1st day of June, 1986 between General Electric Credit Corporation ("Owner") and Wisconsin & Southern Railroad Co. ("WSOR").

WHEREAS, Northbrook Corporation ("NBC"), the sole shareholder of WSOR, pursuant to a management agreement with Owner dated June 1, 1986 ("Management Agreement"), performs certain managerial services for Owner with respect to the railcars described in the Management Agreement (the "Cars"); and

WHEREAS, WSOR, as a Class III shortline railroad principally engaged in the business of railroad freight operations, is the owner of a registered railroad reporting mark (the "WSOR Mark"); and

WHEREAS, the WSOR Mark has been or may be affixed to certain of the Cars; and

WHEREAS, NBC and/or Owner have permitted WSOR to enter into assignments, leases and other utilization agreements to which it is or would be a party with respect to certain of the Cars; and

WHEREAS, Owner holds legal title to the Cars; and

WHEREAS, NBC, pursuant to the Management Agreement, is to collect and receive in trust for the benefit of Owner all revenues allocable or attributable to the Cars under all assignments, leases and other utilization agreements including, but not limited to, those to which WSOR is a party.

NOW, THEREFORE, WSOR, for itself, its successors and assigns, in consideration of the foregoing, hereby acknowledges that it (i) acts solely as agent for NBC for purposes of the collection of rentals, payments or other proceeds allocable or attributable to the Cars; (ii) shall remit such collections promptly to NBC; and (iii) does not have and cannot obtain pursuant to the aforescribed agreements or such other agreements as WSOR may enter into hereafter, any right, title, interest or claim to the Cars or to any rentals, payments or other proceeds allocable or attributable to the Cars, whether under any assignment, lease, sublease, utilization agreement or otherwise, except as agent for NBC.

Dated: June 1, 1986

WISCONSIN & SOUTHERN RAILROAD CO.

By: Jeanis T. Hunt

Its Executive Vice President - Finance

Attest: Sharon L. Schumacher

Acknowledged and Accepted:

GENERAL ELECTRIC CREDIT CORPORATION

By: [Signature]

Its: MGR-Division OPERATIONS

Attest: Raymond W. Carpenter



ACKNOWLEDGEMENT AGREEMENT RELATING TO MANAGEMENT AGREEMENT  
BY AND BETWEEN NORTHBROOK CORPORATION  
AND GENERAL ELECTRIC CREDIT CORPORATION  
DATED JUNE 1, 1986

This Acknowledgement is entered into as of the 1st day of June, 1986 between General Electric Credit Corporation ("Owner") and Wisconsin & Southern Leasing Co. ("WSOX").

WHEREAS, Northbrook Corporation ("NBC"), the sole shareholder of WSOX, pursuant to a management agreement with Owner dated June 1, 1986 ("Management Agreement"), performs certain managerial services for Owner with respect to the railcars described in the Management Agreement (the "Cars"); and

WHEREAS, WSOX, as a railcar leasing company principally engaged in the business of managing and leasing railcars having private reporting markings, is the owner of a registered private reporting mark (the "WSOX Mark"); and

WHEREAS, the WSOX Mark has been or may be affixed to certain of the Cars; and

WHEREAS, NBC and/or Owner have permitted WSOX to enter into assignments, leases and other utilization agreements to which it is or would be a party with respect to certain of the Cars; and

WHEREAS, Owner holds legal title to the Cars; and

WHEREAS, NBC, pursuant to the Management Agreement, is to collect and receive in trust for the benefit of Owner all revenues allocable or attributable to the Cars under all assignments, leases and other utilization agreements including, but not limited to, those to which WSOX is a party.

NOW, THEREFORE, WSOX, for itself, its successors and assigns, in consideration of the foregoing, hereby acknowledges that it (i) acts solely as agent for NBC for purposes of the collection of rentals, payments or other proceeds allocable or attributable to the Cars; (ii) shall remit such collections promptly to NBC; and (iii) does not have and cannot obtain pursuant to the aforescribed agreements or such other agreements as WSOX may enter into hereafter, any right, title, interest or claim to the Cars or to any rentals, payments or other proceeds allocable or attributable to the Cars, whether under any assignment, lease, sublease, utilization agreement or otherwise, except as agent for NBC.

Dated: June 1, 1986

WISCONSIN & SOUTHERN LEASING CO.

By:

Dennis T. Hunt

Its Executive Vice President - Finance

Attest:

Sharon L. Schumacher

Acknowledged and Accepted:

GENERAL ELECTRIC CREDIT CORPORATION

By:

[Signature]

Its:

MR- Division Operations

Attest:

Raymond W. Ceylan

ACKNOWLEDGEMENT AGREEMENT RELATING TO MANAGEMENT AGREEMENT  
BY AND BETWEEN NORTHBROOK CORPORATION  
AND GENERAL ELECTRIC CREDIT CORPORATION  
DATED JUNE 1, 1986

This Acknowledgement is entered into as of the 1st day of June, 1986 between General Electric Credit Corporation ("Owner") and Upper Merion and Plymouth Leasing Co. ("UMPX").

WHEREAS, Northbrook Corporation ("NBC"), the sole shareholder of UMPX, pursuant to a management agreement with Owner dated June 1, 1986 ("Management Agreement"), performs certain managerial services for Owner with respect to the railcars described in the Management Agreement (the "Cars"); and

WHEREAS, UMPX, as a railcar leasing company principally engaged in the business of managing and leasing railcars having private reporting markings, is the owner of a registered private reporting mark (the "UMPX Mark"); and

WHEREAS, the UMPX Mark has been or may be affixed to certain of the Cars; and

WHEREAS, NBC and/or Owner have permitted UMPX to enter into assignments, leases and other utilization agreements to which it is or would be a party with respect to certain of the Cars; and

WHEREAS, Owner holds legal title to the Cars; and

WHEREAS, NBC, pursuant to the Management Agreement, is to collect and receive in trust for the benefit of Owner all revenues allocable or attributable to the Cars under all assignments, leases and other utilization agreements including, but not limited to, those to which UMPX is a party.

NOW, THEREFORE, UMPX, for itself, its successors and assigns, in consideration of the foregoing, hereby acknowledges that it (i) acts solely as agent for NBC for purposes of the collection of rentals, payments or other proceeds allocable or attributable to the Cars; (ii) shall remit such collections promptly to NBC; and (iii) does not have and cannot obtain pursuant to the aforescribed agreements or such other agreements as UMPX may enter into hereafter, any right, title, interest or claim to the Cars or to any rentals, payments or other proceeds allocable or attributable to the Cars, whether under any assignment, lease, sublease, utilization agreement or otherwise, except as agent for NBC.

Dated: June 1, 1986

UPPER MERION AND PLYMOUTH LEASING CO.

By:

Dennis T. Hurst

Its Executive Vice President - Finance

Attest:

Sharon L. Schumaker

Acknowledged and Accepted:

GENERAL ELECTRIC CREDIT CORPORATION

By:

[Signature]

Its:

MBR Division Operations

Attest:

Raymond W. Cepelant

STATE OF CONNECTICUT )  
COUNTY OF FAIRFIELD )

On this 25<sup>th</sup> day of JULY, 1986, before me personally appeared D.C. COONEY, to me personally known, who, being by me duly sworn, said that he/she is an authorized officer of GENERAL ELECTRIC CREDIT CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Caroline M. Lanzitelli  
Notary Public

My commission expires:

March 31, 1991

STATE OF Illinois )  
COUNTY OF Cook )

On this 1st day of June, 1986, before me personally appeared Dennis T. Hurst, to me personally known, who, being by me duly sworn, said that he/she is Executive Vice President-Finance of Upper Merion and Plymouth Railroad Company, that the foregoing instrument was signed on behalf of said corporation by proper authority therefor, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Carmen Montano  
Notary Public

My Commission Expires October 20, 1988

STATE OF Illinois )  
 )  
COUNTY OF Cook )

On this 1st day of June, 1986, before me personally appeared Dennis T. Hurst, to me personally known, who, being by me duly sworn, said that he/she is Executive Vice President-Finance of Wisconsin & Southern Railroad Co., that the foregoing instrument was signed on behalf of said corporation by proper authority therefor, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Calmen Montano  
Notary Public

My Commission Expires October 20, 1988

STATE OF Illinois )  
COUNTY OF Cook )

On this 1st day of June, 1986, before me personally appeared Dennis T. Hurst, to me personally known, who, being by me duly sworn, said that he/she is Executive Vice President-Finance of Wisconsin & Southern Leasing Co., that the foregoing instrument was signed on behalf of said corporation by proper authority therefor, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Carmen Nordagano  
Notary Public

My Commission Expires October 20, 1988



STATE OF Illinois )  
COUNTY OF Cook )

On this 1st day of June, 1986, before me personally appeared Dennis T. Hurst, to me personally known, who, being by me duly sworn, said that he/she is Executive Vice President-Finance of Upper Merion and Plymouth Leasing Co., that the foregoing instrument was signed on behalf of said corporation by proper authority therefor, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karmen Montagano  
Notary Public

My Commission Expires October 20, 1988